

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON APRIL 21, 2022 AT 3:00 P.M. (ET)**

ZOOM INSTRUCTIONS:

The remote hearing will be conducted entirely over Zoom and requires all participants to register in advance. COURTCALL WILL NOT BE USED FOR THIS HEARING.

Please use the following link to register for this hearing:

https://debuscourts.zoomgov.com/meeting/register/vJltc-2vpzlrHTCIpzKPGHv_Pn3Np2Dlx58

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

RESOLVED MATTERS

1. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing (I) Continued Use of Cash Management System, (II) Maintenance of Bank Accounts and Business Forms, (III) Performance of Intercompany Transactions, and (IV) Certain Prepetition Obligations to be Honored; (B) Granting Administrative Expense Priority Status to Postpetition Intercompany Claims; (C) Waiving Strict Compliance with 11 U.S.C. § 345(b) and Certain Operating Guidelines, as Applicable; and (D) Granting Related Relief [[D.I. 3](#); 3/23/22]

Related Pleadings:

- a) Interim Order [[D.I. 46](#); 3/25/22]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors' service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

- b) Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 55](#); 3/25/22]
- c) Certificate of No Objection [[D.I. 97](#); 4/18/22]
- d) Final Order [[D.I. 111](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

2. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing Payment of Certain Prepetition Taxes and Fees and (B) Granting Related Relief [[D.I. 6](#); 3/23/22]

Related Pleadings:

- a) Interim Order [[D.I. 49](#); 3/25/22]
- b) Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 55](#); 3/25/22]
- c) Certificate of No Objection [[D.I. 98](#); 4/18/22]
- d) Final Order [[D.I. 112](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

3. Debtors' Motion for Entry of Interim and Final Orders (A) Prohibiting Utility Companies from Discontinuing, Altering, or Refusing Service, (B) Deeming Utility Companies to Have Adequate Assurance of Future Payment, (C) Establishing Procedures for Resolving Requests for Additional Assurance, and (D) Granting Related Relief [[D.I. 7](#); 3/23/22]

Related Pleadings:

- a) Interim Order [[D.I. 50](#); 3/25/22]
- b) Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 55](#); 3/25/22]
- c) Certificate of No Objection [[D.I. 99](#); 4/18/22]

- d) Final Order [[D.I. 113](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

- 4. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date [[D.I. 59](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 100](#); 4/18/22]
- b) Order Authorizing the Retention and Employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date [[D.I. 114](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

- 5. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date [[D.I. 60](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 101](#); 4/18/22]
- b) Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date [[D.I. 115](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

6. Debtors' Motion for Entry of an Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of John R. Castellano as Chief Restructuring Officer, Effective as of the Petition Date, and (III) Granting Related Relief [[D.I. 61](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 102](#); 4/18/22]
- b) Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of John R. Castellano as Chief Restructuring Officer, Effective as of the Petition Date, and (III) Granting Related Relief [[D.I. 116](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

7. Debtors' Application for Entry of an Order (A) Authorizing the Retention and Employment of Houlihan Lokey Capital, Inc. as Investment Banker for the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Effective as of the Petition Date, (B) Waiving Certain Information Requirements Imposed by Local Rule 2016-2 and (C) Granting Related Relief [[D.I. 62](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 103](#); 4/18/22]
- b) Order (A) Authorizing the Retention and Employment of Houlihan Lokey Capital, Inc. as Investment Banker for the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Effective as of the Petition Date, (B) Waiving Certain Information Requirements Imposed by Local Rule 2016-2 and (C) Granting Related Relief [[D.I. 117](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

8. Debtors' Application for Entry of an Order (A) Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date, and (B) Granting Related Relief [[D.I. 63](#); 3/31/22]

Related Pleadings:

- a) Certificate of No Objection [[D.I. 104](#); 4/18/22]
- b) Order (A) Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date, and (B) Granting Related Relief [[D.I. 118](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

9. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Morgan, Lewis & Bockius LLP as Special Counsel for Certain Specified Matters, Effective as of the Petition Date [[D.I. 64](#); 3/31/22]

Related Pleadings:

- a) First Supplemental Declaration [[D.I. 109](#); 4/18/22]
- b) Certificate of No Objection [[D.I. 110](#); 4/18/22]
- c) Order Authorizing the Retention and Employment of Morgan, Lewis & Bockius LLP as Special Counsel for Certain Specified Matters, Effective as of the Petition Date [[D.I. 123](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET) [Extended to April 18, 2022 at 4:00 p.m. (ET) for the Office of the United States Trustee]

Objections/Informal Responses:

- d) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

10. Debtors' Motion for Entry of an Order (A) Authorizing the Debtors to Continue Prepetition Insurance Policies and Pay All Prepetition Obligations in Respect Thereof; and (B) Granting Related Relief [[D.I. 65](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 105](#); 4/18/22]
- b) Order (A) Authorizing the Debtors to Continue Prepetition Insurance Policies and Pay All Prepetition Obligations in Respect Thereof; and (B) Granting Related Relief [[D.I. 119](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

11. Debtors' Motion for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [[D.I. 66](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 106](#); 4/18/22]
- b) Order Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [[D.I. 120](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee
- d) Informal Response from the U.S. Department of Justice

Status: An order has been entered by the Court. No hearing is necessary.

12. Debtors' Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals [[D.I. 67](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 107](#); 4/18/22]
- b) Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals [[D.I. 121](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

13. Debtors' Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs [[D.I. 68](#); 3/31/22]

Related Pleadings:

- a) Certificate of No Objection [[D.I. 108](#); 4/18/22]
- b) Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs [[D.I. 122](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

UNCONTESTED MATTER WITH CERTIFICATION OF COUNSEL

14. Debtors' Motion for Entry of an Order (I) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (II) Scheduling Certain Dates Related Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving Contract Assumption and Assignment Procedures, and (V) Granting Related Relief [[D.I. 69](#); 3/31/22]

Related Pleadings:

- a) Certification of Counsel [[D.I. 124](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET) [Extended to April 18, 2022 for Iberdrola Energy Projects Inc.]

Objections/Informal Responses:

- b) Informal Response from Office of the United States Trustee
- c) Informal Response from Iberdrola Energy Projects Inc.

Status: A revised proposed form of order resolving Items (b) and (c) above has been submitted under certification of counsel. A hearing is only necessary to the extent that the Court has questions or concerns.

MATTER GOING FORWARD

15. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Use Cash Collateral, (B) Granting Adequate Protection, (C) Modifying the Automatic Stay, and (D) Granting Related Relief [[D.I. 8](#); 3/24/22]

Related Pleadings:

- a) Interim Order [[D.I. 54](#); 3/25/22]
- b) Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 55](#); 3/25/22]
- c) Notice of Filing of Proposed Final Cash Collateral Order [[D.I. 125](#); 4/19/22]

Objection Deadline: April 14, 2022 at 4:00 p.m. (ET) [Extended to April 15, 2022 at 4:00 p.m. (ET) for the Office of the United States Trustee and April 18, 2022 at 4:00 p.m. (ET) for Iberdrola Energy Projects Inc.]

Objections/Informal Responses:

- d) Informal Response from the Office of the United States Trustee
- e) Informal Response from the Prepetition Agent
- f) Informal Response from Iberdrola Energy Projects Inc.
- g) Informal Response from the U.S. Department of Justice

Status: The Debtors have resolved the responses listed as Items (d), (e), (f) and (g) above, and intend to present a consensual form of final order, in substantially the form filed as Item (c), at the hearing. This matter is going forward.

Dated: April 19, 2022
Wilmington, Delaware

Respectfully submitted,

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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- and -

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